

SPIDER-MAN

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the AMAZING SPIDER-MAN®



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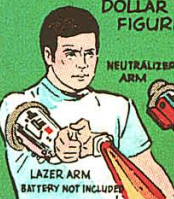


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REMOVABLE MODULES IN HIS BIONIC ARM

Kenner

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While attending a demonstration in radiology, student PETER PARKER was bitten by a spider which had accidentally been exposed to RADIOACTIVE RAYS. Through a miracle of science, Peter soon found that he had GAINED the insect's powers...and had, in effect, become a human spider...

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN™

LEN WEIN / ROSS ANDRU / MIKE ESPOSITO / GLYNIS WEIN / JOE ROSEN
WRITER / EDITOR ILLUSTRATOR EMBELLISHER COLORIST LETTERER



HE WAS HEADING HOME WHEN HIS SPIDER-SENSE STARTED TINGLING LIKE A CHEAP ELECTRIC BLANKET, WHICH REALLY WOULDN'T BE ALL THAT UNUSUAL...

...EXCEPT THAT HE WAS SWINGING TWENTY STORIES ABOVE THE STREET WHEN IT OCCURED!

ALL OF WHICH IS MEANT TO EXPLAIN PRECISELY WHY EVERYBODY'S FAVORITE WEB-SPINNER IS PLUNGING THRU A FRAGILE SKYLIGHT AT THIS VERY MOMENT--THE REASON: PURE, UNADULTERATED CURIOSITY!

DIDN'T THAT IDIOT EVER HEAR HOW CURIOSITY KILLED THE CAT?

MAN, THIS PLACE LOOKS LIKE A MINOR CYCLONE HIT IT!

STEGRON STALKS THE CITY!

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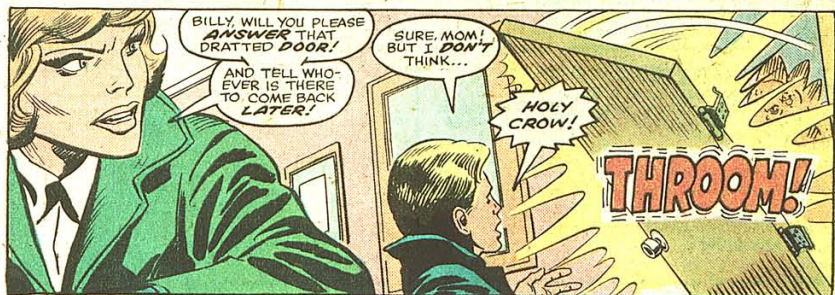
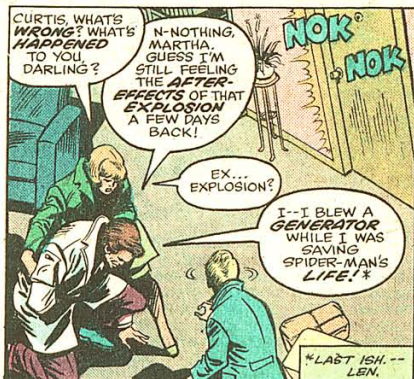
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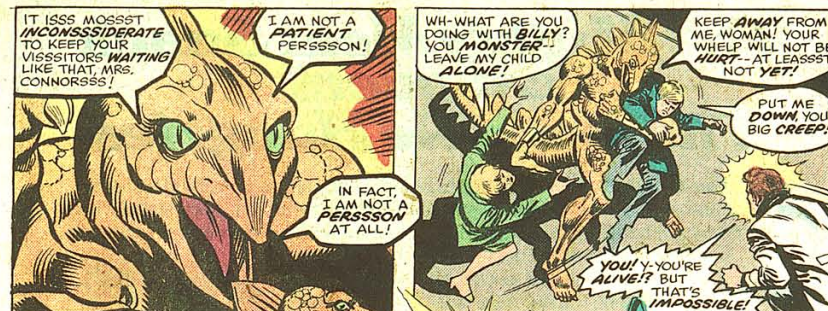
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ELSEWHERE: IN THE MID-MANHATTAN LABORATORY-APARTMENT OF DOCTOR CURTIS CONNORS...



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7

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AND WHILE THE BATTERED BIOLOGIST STAGGERS TO HIS LAB, LET'S REJOIN THE WEB-SLINGING STAR OF THIS BOOK...

IS IT JUST ME, OR HAS LIFE REALLY BEEN TWICE AS HECTIC LATELY?

FIRST THE KINGDOM, THEN THE TARANTULA, AND KRAVEN THE HUNTER... AND NOW HEAVEN ONLY KNOWS WHO!

HEY IF IT ISN'T FLASH THOMPSON-- EVERYBODY'S FAVORITE CASANOVA!

*AS SEEN IN THE PAST TWO ISSUES, PLUS THE FIRST FEW ISSUES OF PETER PARKER, THE SPECTACULAR SPIDER-MAN, RIGHT?--LEN.

MAYBE NOW ISN'T EXACTLY THE RIGHT TIME-- BUT THERE'S SOMETHING I'VE JUST GOT TO GET OFF MY CHEST!

FLASH! HEY, THOMPSON! WAIT UP! I WANT TO TALK TO YOU FOR A SECOND!

HI, PETE! I WAS JUST OVER TO SEE MARY JANE! WHAT'S UP, OL' BUDDY?

I'M UP THOMPSON-- I'M FED UP-- WITH YOU CHASING AFTER MY GIRL!

I WANT YOU TO STOP IT, MISTER-- OR THERE'S GOING TO BE TROUBLE BETWEEN US!

BUT...

UH--UH-- NO BUTS! I THOUGHT WE'D GOTTEN OVER OUR OLD HIGH SCHOOL RIVALRY WHEN I SHARED YOUR APARTMENT A WHILE BACK--

--BUT IF YOU WANT TO OPEN OLD WOUNDS, BUSTER-- THEN, BELIEVE ME, YOU'RE ASKING FOR GRIEF!

YOU DONE, PARKER?

WHY?

BECAUSE I HAVE NO IDEA WHAT YOU'RE TALKING ABOUT, FELLA! I THOUGHT MARY JANE WATSON WAS A FREE AGENT, PETE. AT LEAST, THAT'S THE WAY SHE MADE IT SEEM WHEN SHE SUGGESTED WE GO OUT TOGETHER.

LISTEN, IF I HAD KNOWN THERE WAS STILL A THING BETWEEN YOU TWO, I WOULD NEVER HAVE CUT IN!

AFTER ALL, PETE-- YOU'RE MY FRIEND, AREN'T YA?

I AM?

YEAH... I GUESS I AM!

SHAKE FLASH?

SURE, OL' BUDDY... WHY NOT?

NOW I THINK I'M GONNA GO HAVE A LITTLE CHAT WITH OUR DEAR MS. WATSON.

THIS IS ONE EX-SOLDIER WHO DISLIKES BEING PLAYED FOR A CHUMP!

CATCH YA LATER, PETE?

UH...YEAH... SURE.

DUMB PARKER!

DUMB! DUMB!!

YOU HAVEN'T GOT ALL THAT MANY FRIENDS, MISTER-- THAT YOU CAN AFFORD TO WALK AROUND WITH A BOULDER-SIZED CHIP ON YOUR SHOULDER!

ELSEWHERE: IN THE ALMOST-DESERTED SCIENCE WING OF EMPIRE STATE UNIVERSITY...

BEFORE WE BEGIN MR. JAMESON I WANT ONE THING UNDERSTOOD!

I AM NOT NECESSARILY DOING THIS BECAUSE I BELIEVE SPIDER-MAN TO BE THE OVERWHELMING MENACE YOUR EDITORIALS PAINT HIM.

I'M DOING IT BECAUSE NOBODY HAS THE RIGHT TO FLAUNT THE LAW AS HE HAS-- AND FRANKLY, BECAUSE IT'S A CHALLENGE!

WE CLEAR ON THAT POINT, MR. JAMESON?

COMPLETELY DR. MADISON-- BUT YOU FAIL TO SEE MY POINT.

I DON'T MUCH CARE IF YOU'RE DOING THIS BECAUSE THE WEB-SLINGER'S COSTUME GLASSES WITH THE COLOR OF YOUR NAIL POLISH--

--JUST SO LONG AS IT GETS DONE!

AND PLEASE MY DEAR-- CALL ME JONAH! SINCE WE'RE GOING TO BE WORKING TOGETHER, WE MIGHT AS WELL--

WE MIGHT AS WELL GET STARTED...

EH?

...JONAH.

IF YOU'RE HAVING ANY SECOND THOUGHTS, MY FRIEND-- YOU'D BETTER TELL ME NOW!

ONCE I PLACE THIS PSYCHO-CYBERNETIC HELMET ON YOUR HEAD WE'RE COMMITTED!

YOU REALLY DO HATE SPIDER-MAN, DON'T YOU?

MARLA MY DEAR, I'VE THOUGHT OF VERY LITTLE BUT THIS FOR YEARS--

--AND I INTEND TO SAVOR EVERY MINUTE OF IT NOW!

YOU REALLY DO HATE SPIDER-MAN, DON'T YOU?

JUST BECAUSE I'D LIKE TO SEE HIM SERVED UP ON A SILVER PLATTER WITH AN APPLE IN HIS MOUTH?

NOW WHAT-EVER GAVE YOU THAT IDEA?

MAYBE IT'S THE FACT MY READINGS GO CLEAR OFF THE BOARD EVERY TIME YOU EVEN THINK OF HIM.

AND WHEN THE DELICATE TESTING IS FINALLY DONE...

WELL, MARLA-- HOW DO WE STAND? WILL THERE BE ANY PROBLEMS?

NONE! BEFORE THE WEEK IS OUT, YOU'LL BE ABLE TO FACE SPIDER-MAN PRECISELY AS WE'VE PLANNED--

AND DEFEAT HIM!!

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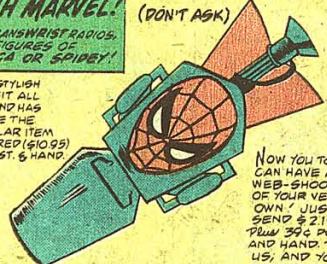
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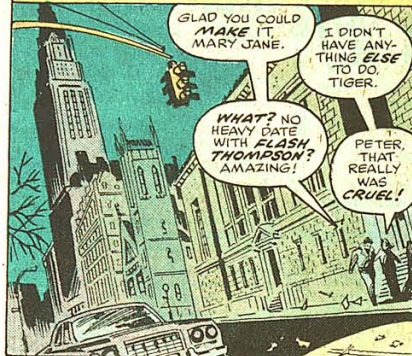
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UNFORTUNATELY WE HAVE TO LEAVE THE GLOATING J. JONAH JAMESON FOR THE NONCE--AND RETURN TO THE HARRIED PETER PARKER...



GLAD YOU COULD MAKE IT, MARY JANE.

I DIDN'T HAVE ANYTHING ELSE TO DO, TIGER.

WHAT? NO HEAVY DATE WITH FLASH THOMPSON? AMAZING!

PETER, THAT REALLY WAS CRUEL!

FLASH TOLD ME THAT YOU TWO HAD TALKED--AND HE TOLD ME A FEW OTHER THINGS--NOT ALL OF THEM VERY POLITE!

IT TOOK MORE COURAGE THAN I THOUGHT I HAD TO EVEN SHOW UP HERE TONIGHT.

HE TORE INTO YOU THAT BADLY, HUH?

I WISH I COULD BE MORE SYMPATHETIC, RED--

--BUT WHAT DID YOU EXPECT WHEN YOU STARTED PLAYING GAMES WITH PEOPLE'S EMOTIONS?

I NEVER THOUGHT OF IT AS A GAME, PETEY...NOT REALLY.



THEN WHAT DID YOU THINK YOU WERE DOING, LADY-- BESIDES CHURNING UP MY GUTS?

I...I JUST DON'T KNOW.

YOU DON'T KNOW A LOT OF THINGS--DO YOU, MJ?

BUT, THEN... NEITHER DO I, I GUESS.

WHAT ARE THESE DAYS, RED? WHO ARE WE?

I HONESTLY CAN'T TELL YOU, PETEY.



IT STARTED OUT SO SIMPLY BETWEEN US, TIGER. YOU HAD LOST GWEN STACY AND YOU NEEDED A FRIEND... SOMEONE TO LEAN ON.

BUT THEN YOU KISSED ME GOOD-BYE WHEN YOU WENT TO PARIS... AND SUDDENLY YOU WERE SOMETHING MORE!

I SUPPOSE I JUST DIDN'T KNOW HOW TO HANDLE A RELATIONSHIP LIKE THAT, PETER.



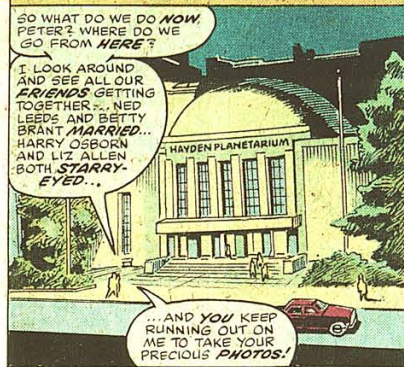
ALL MY LIFE I HAD BEEN HAPPY--GO-LUCKY MARY JANE WATSON, QUEEN OF THE SWINGING SET...NO STRINGS...NO OBLIGATIONS...NO RESPONSIBILITIES...

I DIDN'T TAKE ANYTHING FROM ANYBODY THAT THEY DIDN'T OFFER ME FIRST.



BUT THAT'S JUST THE POINT, MJ-- YOU REALLY DIDN'T GIVE ANYTHING TO ANYONE EITHER!

THE SPRAWLING MUSEUM OF NATURAL HISTORY HAS PASSED BY UNNOTICED AS PETER AND MARY JANE STROLL TOWARDS THE WORLD-FAMED HAYDEN PLANETARIUM...



SO WHAT DO WE DO NOW, PETER? WHERE DO WE GO FROM HERE?

I LOOK AROUND AND SEE ALL OUR FRIENDS GETTING TOGETHER... NEEDLE AND BETTY BRANT MARRIED... HARRY OSBORN AND LIZ ALLEN BOTH STARRY-EYED...

...AND YOU KEEP RUNNING OUT ON ME TO TAKE YOUR PRECIOUS PHOTOS!

AND, IN AN EXPLOSION OF SIGHT AND SOUND, THE COSMIC LASER LIGHT CONCERT GETS UNDER WAY...



Y'KNOW MJ, MAYBE WE'D BE BETTER OFF IF WE JUST LET THINGS RIDE FOR A WHILE... LET WATER FIND ITS OWN LEVEL AND ALL THAT.

YEAH, TIGER... MAYBE WE WOULD.

SO I GET POSSESSIVE AND I HATE MYSELF--AND I HATE YOU FOR MAKING ME HATE MYSELF...

...AND ALL WE DO IS GO AROUND IN BIGGER AND BIGGER CIRCLES!

THESE SEATS ALL RIGHT?

YEAH... FINE, WE'D BETTER GET COMFORTABLE QUICK, MARY JANE.

THE LASERLIUM IS ABOUT TO BEGIN!



HEY, DIVE DOWN, WILL YA? SOME OF US ARE ACTUALLY HERE TO SEE THE SHOW, Y'KNOW!

YEAH--GIVE US A BREAK, OKAY? FINISH THE SOAP OPERA AT HOME!

OH... UH... ABOUT THAT, FOLKS.



MAN, SOME PEOPLE HAVE GOT NO CLASS AT ALL!



PESSST... HEY RED--NO MATTER WHAT FINALLY HAPPENS, I'M GLAD WE HAD THIS LITTLE CHAT.

FOR THE FIRST TIME IN MONTHS, IT SEEMS LIKE I CAN SEE A LIGHT AT THE END OF THE TUNNEL.

YEAH, HANDSOME... SO CAN I.

AND THEN SOME IDIOT TURNED OFF THE LIGHTS!



HEY! WH-WHAT'S GOIN' ON?

SOMEBODY MUSTA BLOWN A FUSE OR SOMETHIN'!

WHATEVER YOU DO PEOPLE--DON'T PANIC!

EEEEEEEEEE YAAAAAAA



MEANWHILE, SEVERAL BLOCKS SOUTH...

MARTHA-- NO! I'VE ALREADY TOLD YOU WE CAN'T CALL THE POLICE!

WE'LL HAVE TO SOLVE THIS PROBLEM SOME OTHER WAY!



BUT, CURTIS-- OUR BILLY--! WHEN I THINK OF OUR CHILD IN THAT MONSTER'S CLUTCHES...

I SWEAR TO YOU, DARLING-- STEGRON WILL NOT HURT OUR SON, EVEN IF I HAVE TO... TO...



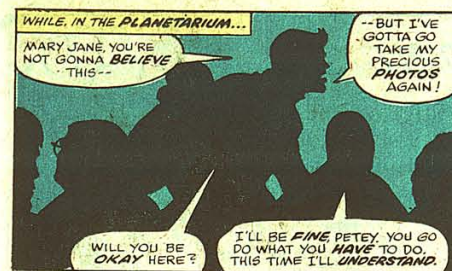
NO-- MY HAND--! I CAN'T LET IT HAPPEN NOW!

NOT NOW!



DARLING, I HAVE TO GET BACK TO WORK-- BUT PLEASE DON'T WORRY! I PROMISE YOU EVERYTHING WILL BE ALL RIGHT...

...AND I PRAY THAT'S A PROMISE I CAN KEEP!

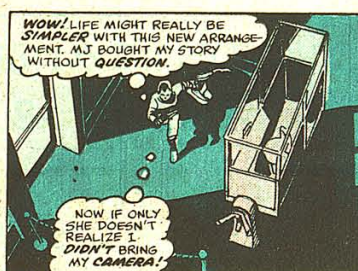


WHILE, IN THE PLANETARIUM... MARY JANE, YOU'RE NOT GONNA BELIEVE THIS--

--BUT I'VE GOTTA GO TAKE MY PRECIOUS PHOTOS AGAIN!

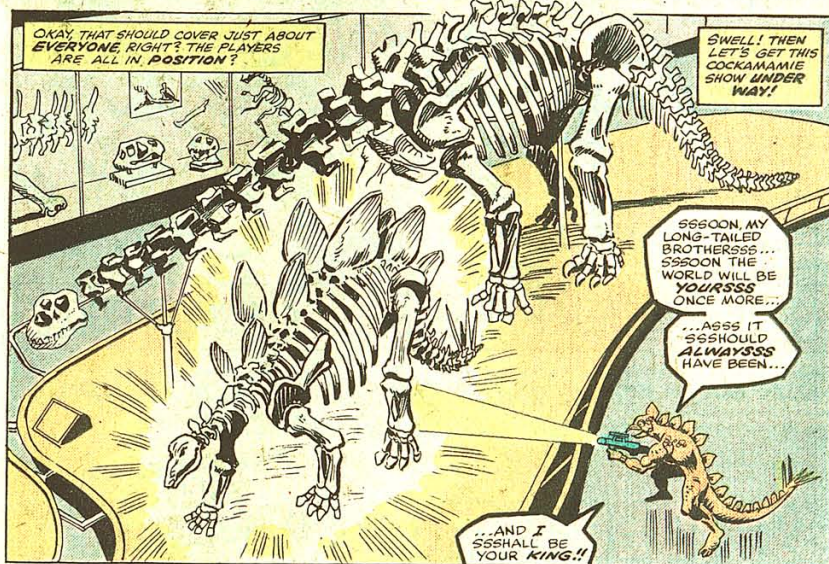
WILL YOU BE OKAY HERE?

I'LL BE FINE PETEY, YOU GO DO WHAT YOU HAVE TO DO, THIS TIME I'LL UNDERSTAND.



WOW! LIFE MIGHT REALLY BE SIMPLER WITH THIS NEW ARRANGEMENT. M.J. BOUGHT MY STORY WITHOUT QUESTION.

NOW IF ONLY SHE DOESN'T REALIZE I DIDN'T BRING MY CAMERA!



OKAY THAT SHOULD COVER JUST ABOUT EVERYONE, RIGHT? THE PLAYERS ARE ALL IN POSITION?

SWELL! THEN LET'S GET THIS COCKAMAMIE SHOW UNDER WAY!

SSSSOON, MY LONG-TAILED BROTHERSSS... SSSOON THE WORLD WILL BE YOURSSS ONCE MORE...

...ASSS IT SSSHOULD ALWAYSSS HAVE BEEN...

...AND I SSSSHALL BE YOUR KING!!



DON'T KNOW EXACTLY WHAT CAUSED THAT BLACKOUT...



...BUT MY SPIDER-SENSE TELLS ME IT WAS NOTHING VERY GOOD! I'D BETTER...

CLUMP! CLUMP!

EH?



I WAS RIGHT! SOME-BODY'S COMING THIS WAY--

--AND IT SOUNDS LIKE HE'S WEARING SOLID-STEEL SNEAKERS!



WELL NOW THAT MY MASK IS IN PLACE--

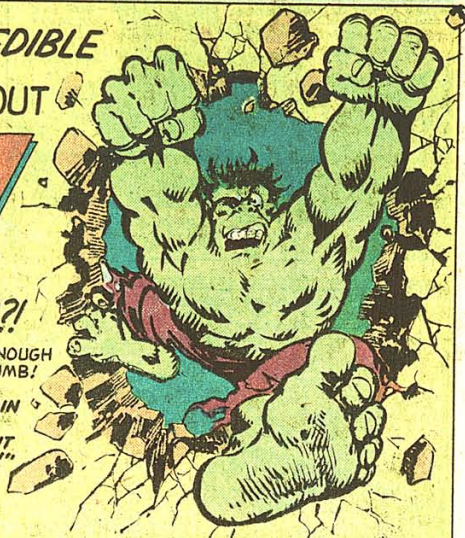
--IT'S TIME EVERYONE'S FAVORITE WEBHEAD GOT INTO THE--

WHAT DOES THE INCREDIBLE HULK SAY ABOUT CRAZY! THE MAGAZINE THAT DARES TO BE DUMB?!

FRANKLY, WE'VE NEVER GOTTEN CLOSE ENOUGH
TO FIND OUT. EVEN WE'RE NOT THAT DUMB!

BUT IF WE DID GET CLOSE, WE'RE CERTAIN
THE GREAT GREEN GREMLIN WOULD
PROBABLY SAY: "HULK THINK FAR-OUT
FUNNIES IN CRAZY ARE SMASHING!"

AND IF YOU DOUBT HE'D SAY THAT...
THEN YOU GET CLOSE TO HIM!



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WHAT IF...?



THE SPIDER'S WEB

Dear Len and Ross,

Your latest issue of SPIDER-MAN was very well done, I hope that the second part shows as much creativity. I did, however, spot one mistake. It had to do with the time that Nightcrawler materialized behind Spider-Man after being knocked off the cable tower. In X-MEN #95, Nightcrawler stated that he must materialize with the same velocity that he started with. Wouldn't that mean that Nightcrawler would have been either killed or hurt badly teleporting himself? If so, do I consider myself no-prized?

Jim Hoskins
809 Eastwich Drive
Lafayette, IN 47904

Dear Len:

You and Chris Claremont should really get together about the latest issue of SPIDER-MAN. On page 27 of issue #161, we see Nightcrawler falling off the tower. Then on the next page we see him teleporting back up. This cannot happen. Back in issue #95 of the brand new X-MEN comic, Nightcrawler states on page two, last panel, "I can teleport, yes. But if I teleport from this height, the law of conservation of energy demands I materialize with the same velocity I started with." I would really like to see you weasele out of this one. When do I get my no-prize?

Walter Alcutt
25 Brookwood Lane
Shelton, CT 06484

Well, it doesn't exactly take a psychic to guess the major topic of conversation this time around, does it?

But before we explain away this seeming blunder (confident sorts, we armadillos), let's peruse the following missive and discuss another problem or two.

Dear Len and Ross,

A few questions on SPIDER-MAN #161.

1) On page 6, panel 4, why didn't Spidey's spider-sense warn him of danger? After all, he was in someone's gun sights, even if the trigger wasn't being squeezed.

2) On page 11, panel 3, why didn't Nightcrawler merely teleport to the other side of the door?

3) On page 27, panel 3, Nightcrawler was "plunging helplessly thru (sic) space." The laws of physics dictate that when he reappeared on page 30, panel 2, he be, at the very least, crushed to the floor. He wasn't. Why not?

4) On page 30, panel 5, he grabs Spidey's webbing. Why didn't it stick to his hands? It was gone from sight by the next panel.

5) On your explanation of the coloring mistake in issue 157: I was always under the impression that the printer's plates were per page, not per panel. If the printer omitted the blue plate, wouldn't the entire page have been devoid of blue? It seems like a colorist's mistake to me.

6) (This isn't a question). SPIDER-MAN #161 was a lot of fun to read.

Jack Steinmann
1627 W. 26th Street
Minneapolis, MN 55405

Boy, Jack, don't you have anything better to do with your spare time than find new ways to give a tired old armadillo gray hairs?

Honestly, though, you've raised a few very valid questions, and we'll try to cover them point by point.

1) Peter's spider-sense didn't warn him of danger, because he really wasn't in any danger. It was the opinion of Len and Ross that the mysterious assassin was only lining up his shot

when Pete passed thru his sights and had no intention of firing until he found a more convenient target; specifically, that poor guy who was sitting alone in the front seat of the roller coaster when he was killed. And as an aside to those of you out there who wondered why the assassin's victim was standing up in his seat, he wasn't. It was the impact of the high-caliber bullet that literally lifted him out of his seat.

2) The reason Nightcrawler didn't simply teleport thru the locked steel door was that he simply didn't think of it, any more than Lively Len and Rip-roarin' Ross did when they plotted the tale. Proof positive that Nighty still isn't ready to graduate from Professor Xavier's School for Fledgling Super-Heroes.

3) We'll answer that one, Gang, we promise you—but not just yet.

4) We're not really sure either, Jack. Suppose we just chalk it up to Nightcrawler's natural mutant powers. Okay, how's about we just admit we blew it?

5) We'll try to keep this answer short. The printer's plates are indeed per page, but each page is hand-separated on celluloid sheets before being transferred to the printing plates. What happened was that the person indicating the solid blue separation on the celluloid sheet neglected to indicate Spidey's pants in that fateful panel, and the rest, as they say, is history.

6) Sorry, Jack, but we have no answer for that one...except thanks!

Dear Len and Ross,

Before hundreds of people write in to say that the Nightcrawler can't save himself from falling as he did in SPIDER-MAN #161, based on what occurred in X-MEN #95, I'll answer for you.

Kurt (Nightcrawler) Wagner can indeed teleport himself at any time, but only as governed by the laws of action-reaction physics. If he is hurtling at a hundred miles an hour, he will still be travelling at that velocity even if he teleports himself elsewhere. But in SPIDER-MAN #161, on page 27, Kurt has not fallen far enough to build up a deadly velocity—so poof, and he reappears, no worse for wear.

I'm sure all X-MEN readers are aware of this, but this may help to clear things up for non-X-fans (shame on you, whoever you are) who have never before seen the Nightcrawler.

Who says this isn't the Marvel Age of Easy Answers?

Larry Lisowski
115 Southberry Lane
Levittown, NY 11756

And there you have it, Folks—as good an explanation as any for what seemed to be the biggest blunder of the month. In all honesty though, there's a lot more to the story than that.

You see, when Lively Len Wein created the all-new X-Men along with Dynamic Dave Cockrum, it was never Len's intention that Nightcrawler should be governed so judiciously by the normal laws of Physics. In order to prevent Nighty's teleportational power from becoming an easy out whenever necessary, it was Len's contention that Nightcrawler simply could not teleport any great distance without debilitating himself terribly, as witnessed in SPIDER-MAN #162. That was the reason Nighty couldn't teleport to the ground back in X-MEN #95, but circumstances dictated that Len had to turn the scripting chores of that issue over to Chris The Cheerful One therefore conceived his own reason for Nighty's teleportational inability, and Len, in editing that issue, left it in print, little realizing it would one day return to haunt him.

Clear enough for you, Faithful Ones? No, we didn't really think so.

By the way, Larry, Lively Len spent his formative years in legendary Levittown, and it does his poor heart proud that one of his own people leaped so readily to his defense. Give Len's regards to the gang at the Green.

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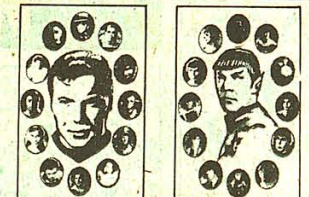
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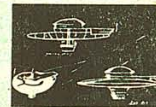
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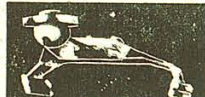
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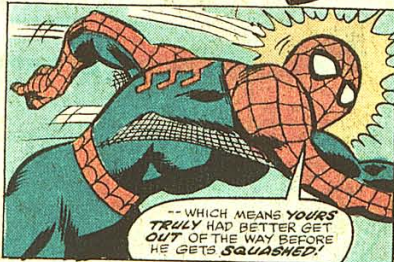
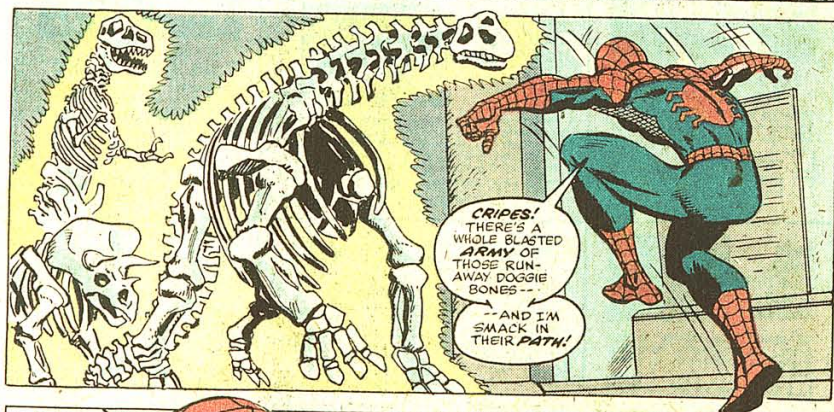
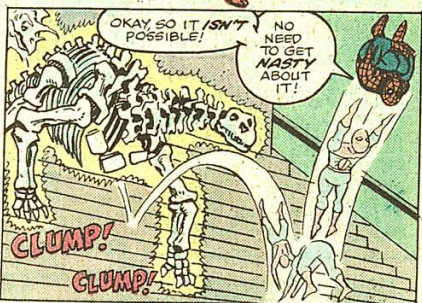
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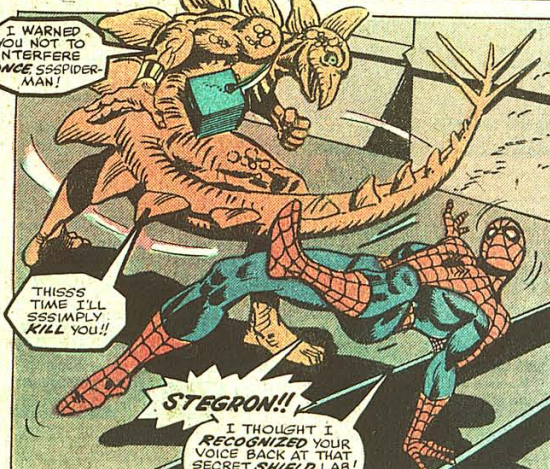
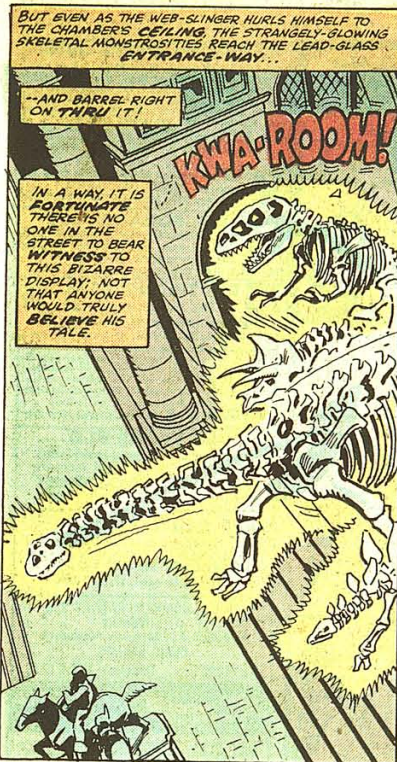
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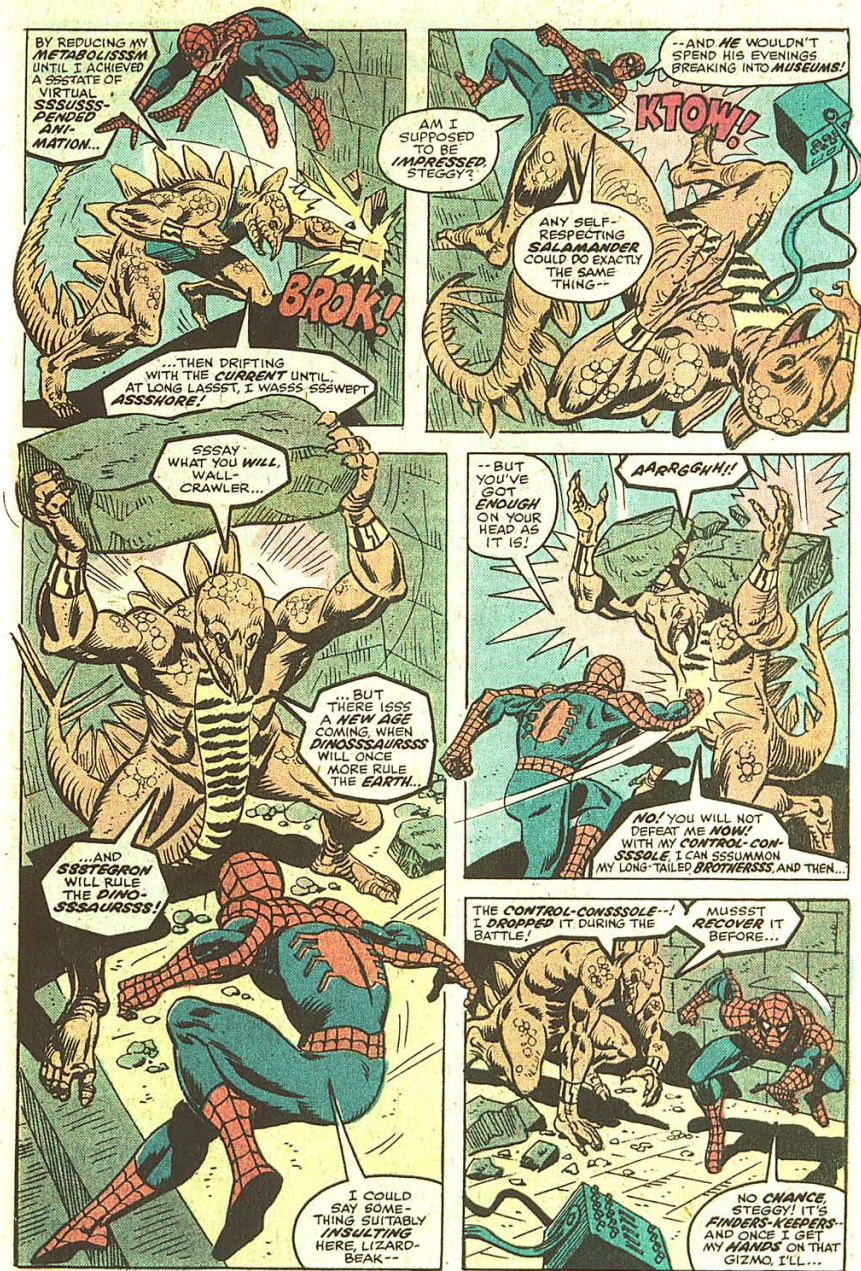
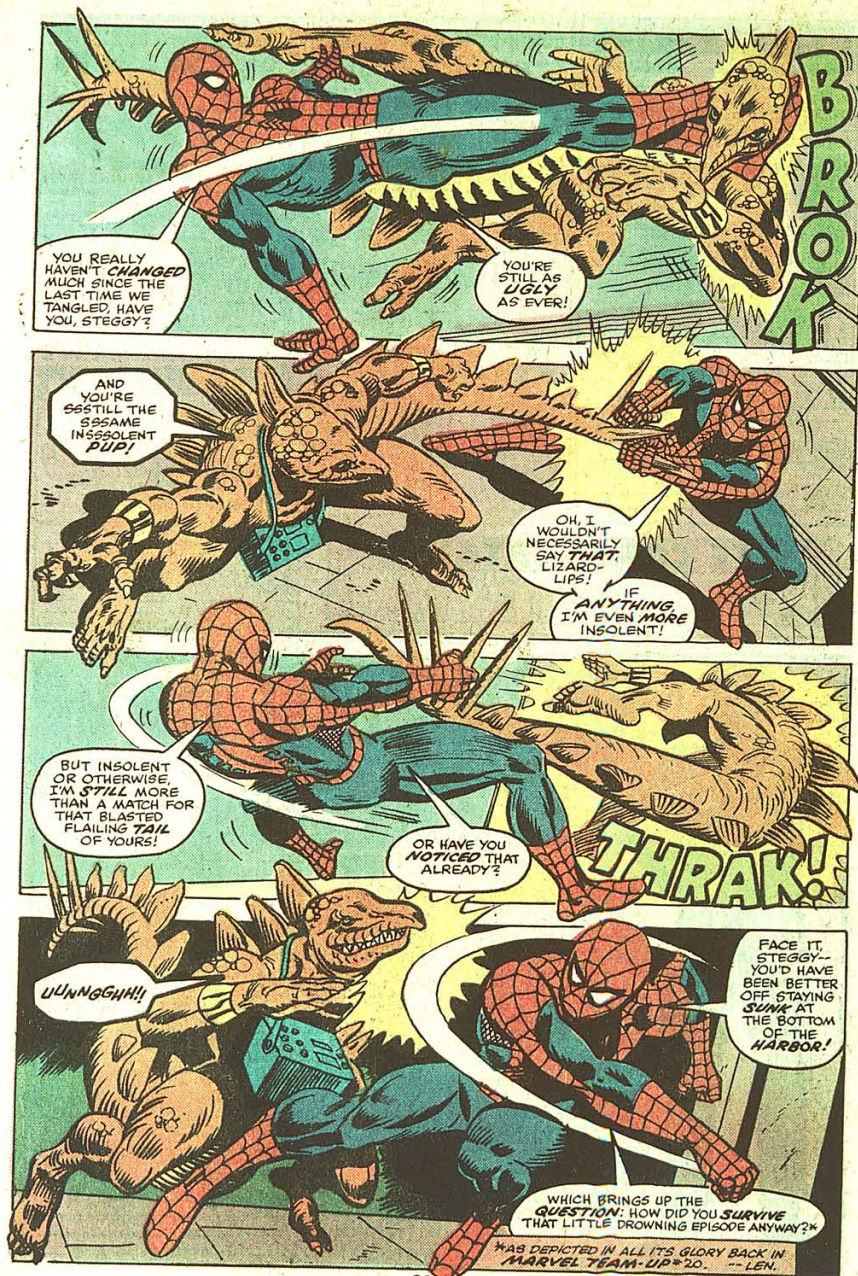


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STAN LEE'S SOAPBOX

Hi, gang! It's hard to believe a whole year has zipped by since I wrote my last, eminently forgettable Thanksgiving poem on this very page. I was tempted to try another synocopated sonnet this time, but I figured I'd rather just rap with you instead. Anyway, speaking of Thanksgiving, I wonder how many of you remember one of the prime goals we set for ourselves when we were more than a decade ago. I recall writing that our greatest ambition was to change the image of so-called "comicbooks"—to take them from the exclusive domain of the bubble-gum brigade and expand our audience to include readers right up to college age—and beyond. Well, the media felt we'd never make it, while our competitors just laughed at us. No one thought we'd have a chance to grab a significant share of adult readership. But here in the batty Bullpen we were probably too naive to realize how impossible it was. So, we just kept on writing and illustrating the very best stories we could, combining a university-level vocabulary with mature concepts and a sophisticated characterization, together with adult sensibilities and socializations. And, most important of all, we never let ourselves forget that, above all else, Marvel Comics are meant to be *fun*! No matter how scholarly, no matter how profound, no matter how philosophically or socially relevant our yams might be, their primary purpose was (and still is) to entertain. *That's* the only way we'll ever be "written down" to you; we'd only be "writing down" to ourselves; tales we our selves would be anxious to read. So you see, we weren't merely producing pabulum

for a bunch of nameless, faceless kids—we were creating far out, fantastic epics for ourselves, and for countless thousands of our hip, heroic readers who share the same love of fantasy and excitement as we do. And, y'know something? It worked! We succeeded beyond our own wildest expectations! Today, a full 50% of our readership is from 15 to 25 years of age. We have books, newspapers, radio, and TV are enthusiastically reading us, giving us more media coverage than any other comic publications! Today, comicbook conventions are among the biggest crowd-pulling events—in virtually every major city in the U.S.—and overseas as well! And there's more! One of the world's largest book publishers, Simon & Schuster, has created virtually an entire line of Marvel hardcover editions, while Grosset has created a new line of Marvel hardcover another unique line of Marvel hardcover. Each week new invitations cross my desk, requests to speak about Marvel Comics at colleges and universities from Maine to Mexico! In short, our dreams have come true; comics have come of age! And we'll never forget, not for one single second, that we owe it all to you! So now, during this festive Thanksgiving season, nothing could be more appropriate than for all of us in the Marvel family to extend to each and every one of our readers the most heartfelt thanks for making it all possible; for making this truly—the Marvel Age of Comics!

Excelsior!

ITEM! Over the last few months we've been making periodic mention of a new periodical we were planning, called WHAT IF...? Well, the planning is over and the real thing is here! At last we can finally tell you just what it's all about. Well, it's... Actually, it's the cumulation of a lot of things that we have suggested to us, and a lot of things Bullpenners have often talked about over lunch or at a party, whenever the standard "What if...?" question comes up. "What if the Ghost Rider was a woman?" "What if the Cosmic Carburator?" begins to get wilder and more speculative. Things like: "Gee, what would have happened if that buzz-bomb which killed Bucky and sent Capt. America into space had been a dud and never exploded?" "What if the Hulk had been a woman?" or "What if the Hulk had been a woman?" or "What if the Hulk had been a woman?" Banner's brain?" Fun things like that which are fascinating to think about, but could never really be done without changing most of the comic book industry. Then, Rascally ROY THOMAS' "What if...?" is the most difficult or the improbable, and turning

them into successful comics (Like I'll be instance, CONAN or THE INVADERS), suddenly, they presented us with a format where virtually anything we wanted to do *would* be possible! How? Well, that you'll find out when you see what Roy, talented new penciler from Canada way, JIM CRAIG, and eminent embellisher PABLO MARCOS have done with the novel issue, WHAT IF...? SPIDER-MAN: THE FANTASTIC FOUR?

This first issue picks up on an incident from the previous issue, where the FF were trying to AMAZE SPIDER-MAN (and changed his mind) and builds it into one of the most unexpected and entertaining epics ever. Naturally, something like this is too big to be contained in one average-size comic. So we've made WHAT IF...? a double-length king-size issue, just like our awesome annals, only instead of being a mere once-a-year blockbuster, WHAT IF...? is a 6-issue block-buster on the newsstand every other month. And every issue will have an exciting new concept (such as those we mentioned about

Capt. America and the Hulk) and an exciting new writer/artist combo to bring it all alive for you. In fact, we're set to be flooded with bales of 'what if' suggestions, once everyone gets a look at what we're doing. If we're not careful, WHAT IF...? could turn into the biggest thing since the no-prize!

ITEM! Congratulations to Marvelous MARV and Meticulous MICHELE WOLFMAN, who recently announced that they're expecting a baby (but there is absolutely no truth to the rumor that Marv intends to hold *another* name-the-child contest such as he's doing with the Lord of Vampire's off-spring in **TOMB OF DRACULA!**)

ITEM! Jubilation fills the hallowed halls of Marvel! Word just came in that our Sultans of Softball are currently tied for first place in their division of the Publisher's Softball League. Said jubilation is sorely needed as in a *non-league* exhibition game with a certain Distinguished Competitor, the Bullpenners somehow managed to come in second. A rematch has been talked about, but next time we're making certain that their guy with the big red 'S' on his chest doesn't get in the game!

ITEM! Two more goodies coming your way this month, friends... **MARVEL SPOTLIGHT #32**, featuring the most surprising superhero of them all, **SPIDER-WOMAN** (And if you think you can guess what this one is like, we're betting you're wrong)... And finally, there's our gala **HOLIDAY GRAB-BAG TREASURY EDITION**, which features just about *all* of our coveting characters in some of their best stories from the past and in specially prepared all new material as well just to truly make the season bright!



ITEM! Almost no space left, so we'll quickly say "hi" to Devastating **DAVIDA DALE**, recent addition to our art production staff, Dimply **DIANE RODRIGO**, who assists Niñy **NANCY MURPHY** in processing your subscriptions, Jubilant **JOHN ROMITA JR.** (Why does that name seem so familiar?), now doing pulse-pounding pencilling on some covers and back-up stories, and Handy **ANDY YANCHUS**, newly chosen Chieftain of our capricious Color Department! And that's about it, except to say good-bye... and be good to yourselves!

ARCHIE GOODWIN,
Editor

JIM SHOOTER
Associate Editor

ROGER SLIFER, SCOTT EDELMAN, ROGER STERN
Assistant Editors

GERRY CONWAY, ROY THOMAS, LEN WEIN, MARV WOLFMAN
Consulting Editors

JOHN ROMITA
Art Director

JOHN VERPOORTEN
Production Manager

IRVING FORBUSH
Marshmallow-Toaster

THE INCREDIBLE HULK

ADVERTISEMENT

AND THE GREEN THUMB

THE HULK HAS BEEN "BEFRIENDED" BY "COUSIN BETSY, THE PLANT LADY."

COUSIN BETSY
THE PLANT LADY

NOW, NOW, DEAR GREEN THING! I'M ONLY TOO HAPPY TO TAKE YOU IN WITH ALL MY OTHER...ER...ALL MY VEGETABLES AND PLANTS.

AH, MY BEAUTIFUL PLANTS...
MY OWN LITTLE GANG. WHAT
FINE SPECIMENS YOU ARE.
RHODA, MARI, ARTIE--I WANT
YOU TO MEET THE HULK:
THAT JADE GIANT IS GOING
TO JOIN US...IN OUR NEXT
ROBBERY OF DIAMONDS
AND OTHER PRECIOUS
THINGS...WHAT A SPECIMEN--
AND SO GREEN...

HULK NO JOIN STRANGE PLANTS. HULK NO LIKE PEOPLE-OR PLANTS. HULK WANT TO BE ALONE.

HULK NO REMEMBER
HOW HE GOT HERE. BUT
HULK HAPPY. FINALLY FIND
PLACE WHERE HULK CAN
FIND PEACE...AND NICE COOL
SHADE PLANT TO SIT UNDER

I WARN YOU GREEN GARGANTUA--JOIN US--OR ELSE!--THE ARTICHOKE-CHOKES--...GO GET HIM ARTI--!!!

SEE, GREEN GOLIATH--WHEN I TALK TO MY PLANTS, THEY LISTEN!

HULK ALWAYS WIND UP SAME--DOUBLE-CROSSED--FIRST BY PUNY HUMANS...NOW BY PUNY PLANT...NOW HULK MAD!

AARRRGH!!

FORGET THE DIABOLIDS... SAVE THE DELICIOUS HOSTESS* FRUIT PIES.

...ALL OF THEM... APPLE, CHERRY, LEMON...

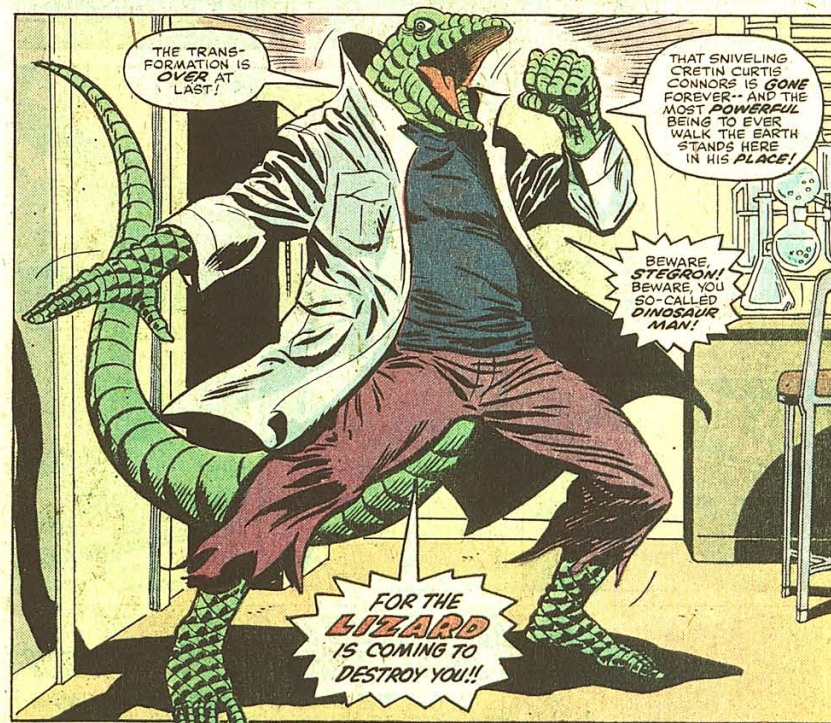
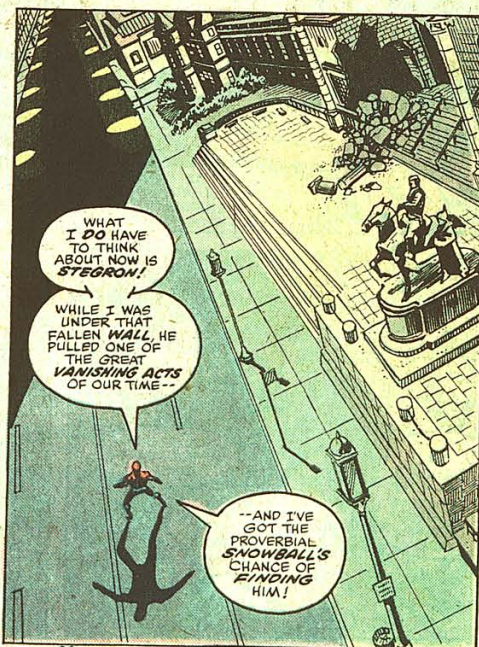
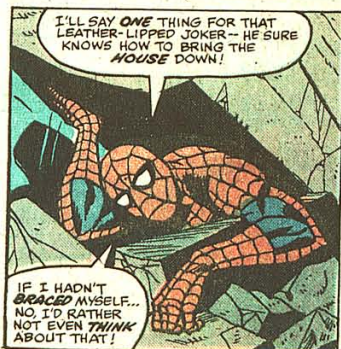
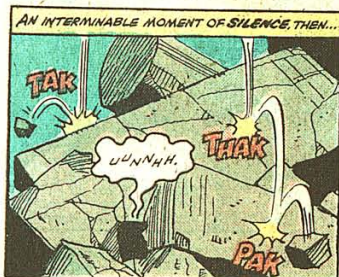
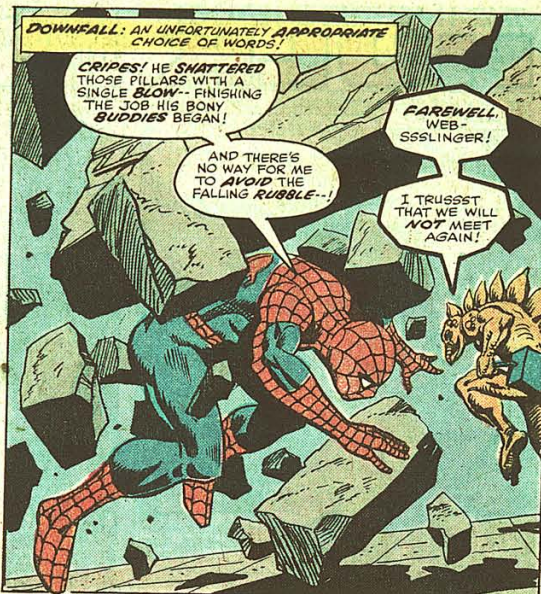
...WITH THE REAL FRUIT FILLING AND THE LIGHT, TENDER CRUST.

A CRIMINAL GANG
OF PLANTS THAT
LOVE JUICY HOSTESS
FRUIT PIES!!!
WHAT NEXT?

NEXT, HULK GO
FIND PEACE IN
CITY... FAR AWAY
FROM GREEN
THINGS!

YOU GET A BIG DELIGHT
IN EVERY BITE OF
HOSTESS® FRUIT PIES!

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NEXT ISSUE:

IT'S THE MOST **BIZARRE** **BATTLE** **NEW** **YORK** HAS EVER **SEEN**-- WITH THE **WONDROUS** **WALL-CRAWLER** **CAUGHT** **IF** **YOU** **SMACK** **WHAT'S** **GOOD** **FOR** **YOU**, **PILGRIM**, YOU'LL BE **HERE** **FOR**...

THE WAR OF THE REPTILE-MEN!

ADVERTISEMENT

SPIDER-MAN AND CAPTAIN AMERICA RICOCHET TO FREEDOM!

AN ALIEN SHIP
DEPARTS, LEAVING
BEHIND A GIANT
SPIDERY WEB...TO
STRANGLE THE
HOPES OF FREEDOM.



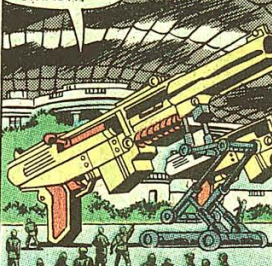
THE PRESIDENT
HAS SUMMONED
CAPTAIN AMERICA
AND SPIDER-MAN.



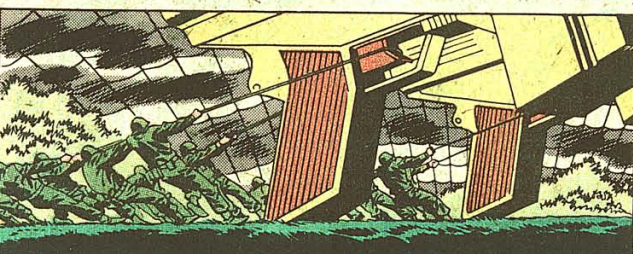
GENTLEMEN, THE
COUNTRY TURNS TO
YOU IN THIS TIME
OF CRISIS! WE
HAVE ONLY ONE
HOPE... PROJECT
RICOCHET!



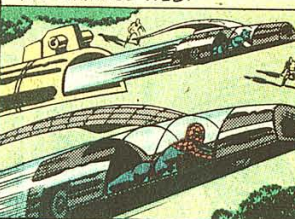
IT WILL BE A
BICENTENNIAL
SMASH!



THOSE
LAUNCHERS
HAVE THE
POWER TO DO
THE JOB!



AT A SPEED BEYOND BELIEF, THE
TWO SUPERHEROES RACE TOWARDS
THE OMINOUS WEB.



LOOK, CAP--THIS IS A
BREEZE WITH THOSE
RICOCHET LAUNCHERS.
WE MADE A HOLE
EVEN BIG ENOUGH
FOR YOU...



FOR SURE,
SPIDEY!

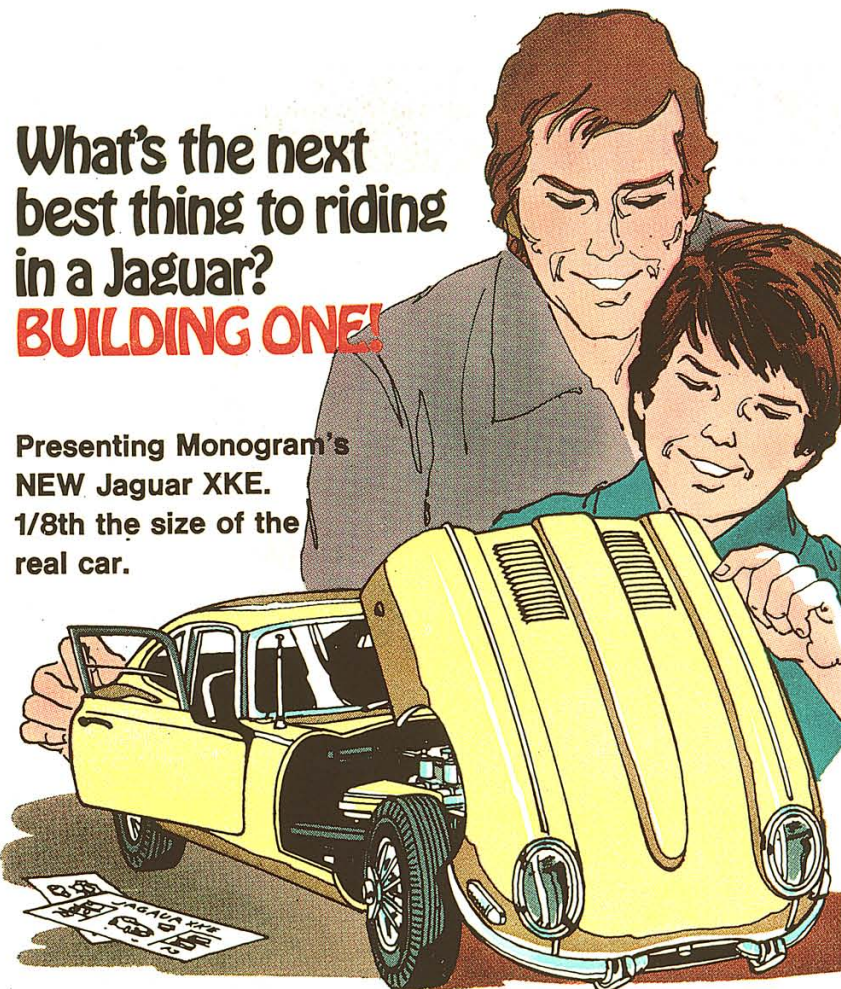


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ADVENTURE OF YOUR OWN!**

GET THE RICOCHET RACERS SPIDER-MAN
SET. IT COMES WITH SPIDER-MAN AND
CAPTAIN AMERICA RACERS...LAUNCHER
AND SPIDER WEB. **WOW!!**
AVAILABLE AT A TOY STORE NEAR YOU!!

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best thing to riding
in a Jaguar?
BUILDING ONE!

Presenting Monogram's
NEW Jaguar XKE.
1/8th the size of the
real car.



From bumper to bumper, Monogram's authentic new Jaguar model captures the elegance and intrigue that made this sportscar a legend. And does it in a big way... the finished model is 21½ inches long! A kit so colossal in size, others look tiny in comparison.

But size isn't the only reason to build Monogram's Jaguar. The kit comes complete with a carload of extras like real rubber tires and turnable front wheels, realistic instrument panel and interior, hood that tilts forward to show the highly detailed engine, doors that open and close, windows that are operated by a crank (just like real cars) and more.

And because the parts are molded in color, you don't even have to wait to paint your new model. You can have a flashy new Jaguar to show off to your friends... in a flash. Monogram's new Jaguar XKE. Ready and waiting for you wherever model kits are sold.

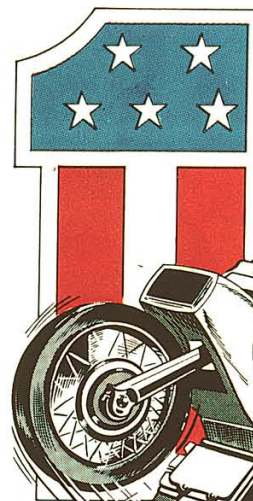
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MORTON GROVE, ILL. 60053

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'65 Corvette Sting Ray and Big "T" Street Rod.

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TO BURN. JUST SHUT THE HOOD, YOU'RE
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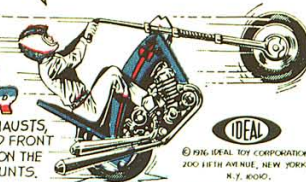
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SKY CYCLE™**

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JUMP SNAKE RIVER CANYON?
EVEL AND THE CANYON SKY CYCLE
ARE READY...3...2...1...



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CHOPPER

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BANANA SEAT, EXTENDED FRONT
FORK... READY TO TAKE ON THE
TOUGHEST BACKYARD STUNTS.



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READY TO GO.
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SCRAMBLE VAN™**
IT'S A MOVING
DAREDEVIL SHOW.

**STUNT
CYCLE**

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FROM A RALLY IN THE
PARK TO DAREDEVIL
JUMPING.



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